

BEFORE  
THE PUBLIC SERVICE COMMISSION OF  
SOUTH CAROLINA

DOCKET NOS. 2012-414-C; 2001-256-C - ORDER NO. 2013-468

JULY 3, 2013

IN RE:	Application of Zayo Group, LLC for a	)	ORDER WAIVING
	Certificate of Public Convenience and	)	HEARING, GRANTING
	Necessity to Provide Facilities-Based and	)	EXPEDITED REVIEW,
	Resold Local Exchange and Interexchange	)	AND APPROVING PRO
	(Including Exchange Access) Services	)	FORMA MERGER
	Throughout the State of South Carolina and	)	
	for Flexible and Alternative Regulations	)	
		)	
	Application of USCarrier Telecom, LLC for	)	
	a Certificate of Public Convenience and	)	
	Necessity to Provide Resold and Facilities-	)	
	Based Interexchange Telecommunications	)	
	Services within the State of South Carolina	)	

This matter comes before the Public Service Commission of South Carolina (“Commission”) on the Application of Zayo Group, LLC (“Zayo”) and USCarrier, LLC (“USCarrier”) (jointly known as “the Companies”) for approval of the roll-up of USCarrier into Zayo, and the discontinuance of service by USCarrier and the eventual cancellation of USCarrier’s certificate, through a series of pro forma mergers, with Zayo as the surviving entity. This transaction is part of a series of intra-company transactions undertaken to simplify the corporate structure of Zayo. The Companies also ask for any approvals that might be needed under S.C. Code Ann. Section 58-9-300 (Supp. 2012).

As per the instructions of the Chief Clerk, the matter was noticed one time in newspapers of general circulation. Also, each affected USCarrier customer was sent a Notice of the proposed transaction. No Protests or Petitions to Intervene were received. Subsequently, the Companies filed a Motion to Waive Hearing, and for expedited review, based on the verified testimony of Jill Sandford, Associate General Counsel for Zayo Group, LLC. We grant both the Motion to Waive Hearing and the Motion for expedited review.

Ms. Sandford describes this case as a proceeding for approval of a *pro forma* intra-company transaction, involving the roll-up of USCarrier into Zayo through a series of *pro forma* mergers, with Zayo as the surviving entity. Ms. Sandford states that the transaction will not result in any changes to the services received by customers, including rates, terms, and conditions of service, and that the transaction will be virtually seamless to USCarrier's customers. Also, the two companies have the same corporate officers. There is no opposition to the proposed transaction.

We believe that the entire record of this case, including the testimony, supports the approval of the Application as filed, and we hereby do so approve it, including the *pro forma* merger and the abandonment of the USCarrier service under S.C. Code Ann. Section 58-9-300 (Supp. 2012). If the transaction occurred before the date of this Order, then we approve the transaction *nunc pro tunc*. We would request that the Companies report to the Commission and the Office of Regulatory Staff the actual date of consummation of the merger.

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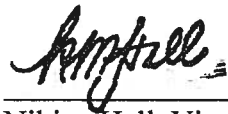
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This Order shall remain in full force and effect until further order of the Commission.

BY ORDER OF THE COMMISSION:

  
G. O'Neal Hamilton, Chairman

ATTEST:



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Nikiya Hall, Vice Chairman

(SEAL)